

Hearing Date: November 15, 2018
Time: 10:00 a.m.

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**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re:

SEARS HOLDINGS CORPORATION, *et al.*,

Debtors.

| Chapter 11
| Case No. 18-23538 (RDD)
|
| (Jointly Administered)
|
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**JOINDER OF THE NW PROPERTIES LANDLORDS TO LIMITED OBJECTION TO
DEBTORS' MOTION FOR APPROVAL OF GLOBAL BIDDING PROCEDURES**

NW Cambridge Property Owner LLC, NW Centennial LLC, NW 51st Street LLC, NW Springs LLC, NW Northgate II LLC, NW Duluth LLC, and NW Gaithersburg LLC (together, the "NW Properties Landlords"), by and through their undersigned counsel, hereby file this joinder (the "Joinder") to the *Limited Objection by Westfield, LLC, Benenson Capital Company Inc., and Certain of Their Respective Affiliates, to Debtors' Motion for Approval of Global*

Bidding Procedures [Doc. Id. 429] (the “Objection”), whereby Westfield, LLC, Benenson Capital Company LLC, and certain of their respective affiliates (together, “Westfield”) object on a limited basis to the *Debtors’ Motion for Approval of Global Bidding Procedures [D.N. 429]* (the “Motion”).

BACKGROUND

1. On October 15, 2018, the above-captioned debtors and debtors-in-possession (together, the “Debtors”) filed voluntary petitions for relief under chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”).

2. The NW Properties Landlords are the lessors under seven leases with the Debtors (together, the “Leases”), at least six of which are “shopping center” leases as that term is used in section 365(b)(3) of the Bankruptcy Code. *See In re Joshua Slocum, Ltd.*, 922 F.2d 1081, 1086-87 (3d Cir. 1990).

3. The Leases are for premises at the following locations:

<u>Landlord</u>	<u>Leased Premises</u>
NW Cambridge Property Owner LLC	Cambridge, MA
NW Centennial LLC	Centennial, CO
NW 51st Street LLC	Pittsburgh, PA
NW Springs LLC	Colorado Springs, CO
NW Northgate II LLC	Durham, NC
NW Duluth LLC	Duluth, GA
NW Gaithersburg LLC	Gaithersburg, MD

4. By the Motion, the Debtors seek the Court’s approval of certain procedures to govern the marketing, auction, and sale of their assets. Motion, ¶ 3.

JOINDER

5. On November 7, 2018, Westfield filed the Objection, raising certain issues with regard to the Motion and sought relief. For the reasons, set forth therein, the NW Properties Landlords join in that Objection.

6. Moreover, the NW Properties Landlords join in the objections to the Debtors' requested relief filed by other landlords and parties-in-interest to the extent they are not inconsistent with the Objection and this Joinder.

RESERVATION OF RIGHTS

7. The NW Properties Landlords expressly reserve any and all rights to supplement or amend this Joinder and make any other objections to further relief sought by the Debtors, including in relation to any proposed rejection, assumption, assignment, or sale of any of the Leases.

CONCLUSION

WHEREFORE, the NW Properties Landlords respectfully request that this Court enter an order: (a) sustaining the Objection and this Joinder; (b) modifying the relief request by the Debtors to address the issues raised; and (c) granting the NW Properties Landlords such other and further relief as this Court deems just and appropriate under the circumstances.

Dated: November 8, 2018

Respectfully submitted,

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